

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

TPC GROUP INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-10493 (CTG)

Jointly Administered

**NOTICE OF AGENDA FOR DISCLOSURE STATEMENT HEARING
SCHEDULED FOR SEPTEMBER 22, 2022, AT 9:00 A.M. EASTERN TIME**

This hearing will be conducted in-person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person court proceeding using Zoom is allowed only in the following circumstances: (i) a party who files a responsive pleading intends to make only a limited argument; (ii) a party who has not submitted a pleading but is interested in observing the hearing; (iii) a party who has a good faith health-related reason and has obtained permission from Judge Goldblatt's chambers to appear remotely; or (iv) other extenuating circumstances as determined by Judge Goldblatt. All participants over Zoom must register in advance. Please register by September 21, 2022 at 4:00 p.m. Eastern Time.

COURTCALL WILL NOT BE USED FOR THIS HEARING.

Please use the following link to register for this hearing:

<https://debuscourts.zoomgov.com/meeting/register/vJIsceCqrjsoExtUw9QFY2NAfO9Ux2tSYyQ>

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

**YOU MUST USE YOUR FULL NAME WHEN LOGGING INTO ZOOM OR
YOU WILL NOT BE ALLOWED INTO THE MEETING.**

Topic: TPC Group, Inc.

Time: September 22, 2022 at 9:00 AM Eastern Time (US and Canada)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: TPC Group Inc. (3618); TPC Holdings, Inc. (7380); TPC Group LLC (8313); Texas Butylene Chemical Corporation (7440); Texas Olefins Domestic International Sales Corporation (4241); TPC Phoenix Fuels LLC (9133); Port Neches Fuels, LLC (1641); and TP Capital Corp. (6248). Each Debtor's corporate headquarters and mailing address is 500 Dallas St., Suite 2000, Houston, Texas 77002.

MATTERS GOING FORWARD

1. Debtors' Motion for Entry of an Order (I) Approving the Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 490](#) – filed July 22, 2022].

Objection Deadline: August 5, 2022 at 4:00 p.m. (ET); extended by agreement among the parties to August 10, 2022, at 4:00 p.m. (ET) for the U.S. Trustee, the UCC, and Cerberus and Bayside, and to August 12, 2022, at 4:00 p.m. (ET) for Pension Benefit Guaranty Corporation.

Objections/Responses Received:

- i. The Texas Commission on Environmental Quality's and United States Environmental Protection Agency's Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief (Relates to Dkt. Nos. 216, 217, & 490) [[D.I. 586](#) – filed August 5, 2022];
- ii. Limited Objection of Nalco Company LLC to the Disclosure Statement and Solicitation Procedures [[D.I. 587](#) – filed August 5, 2022];
- iii. United States Trustee's Objection to (A) Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 605](#) – filed August 9, 2022];
- iv. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief ([D.I. 619](#) – filed August 10, 2022);
- v. TPC Group Litigation Plaintiffs' Joinder to the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order (I) Approving

Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 621](#) – filed August 10, 2022];

vi. Objection of Cerberus Capital Management, L.P. and Bayside Capital, Inc. to Motion of Debtors for Order (I) Authorizing Entry into Backstop Agreements, (II) Approving Obligations Thereunder, (III) Approving Rights Offering Procedures and Related Forms, (IV) Authorizing Debtors to Conduct the Rights Offering Transactions, and (V) Granting Related Relief [[D.I. 616](#) – filed August 10, 2022]; and

vii. Notice of Filing of Proposed Letter from the Official Committee of Unsecured Creditors Regarding Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 721](#) – filed September 2, 2022].

Related Documents:

- i. Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 216](#) – filed June 16, 2022];
- ii. Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 217](#) – filed June 16, 2022];
- iii. Notice of Disclosure Statement Hearing [[D.I. 396](#) – filed July 8, 2022];
- iv. Notice of Filing of Exhibit D to Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 692](#) – filed August 30, 2022];
- v. Notice of Filing of Exhibit E and Exhibit F to Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 695](#) – filed August 31, 2022];
- vi. Notice of Filing of Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 707](#) – filed September 1, 2022];
- vii. Notice of Filing of Disclosure Statement for Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 708](#) – filed September 1, 2022];
- viii. Motion of the Debtors for Leave to File Late Reply in Support of Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures

in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 710](#) – filed September 1, 2022];

ix. Debtors' Omnibus Reply in Support of Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 710-1](#) – filed September 1, 2022];

x. Notice of Filing of Revised Proposed Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (V) Granting Related Relief [[D.I. 714](#) – filed September 2, 2022]; and

xi. Notice of Adjourned Hearing on (A) Disclosure Statement for Joint Chapter 11 Plan of TPC Group Inc. and its Debtors Affiliates and (B) Debtors' Motion for Entry of an Order (I) Approving the Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Solicitation Materials and Procedures for Distribution Thereof, (IV) Approving Forms of Ballots and Establishing Procedures for Plan Voting, (V) Scheduling Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation of Plan, and (VI) Granting Related Relief [[D.I. 773](#) – filed September 14, 2022];

xii. Notice of Filing of Second Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 793](#) – filed September 20, 2022];

xiii. Notice of Filing of Disclosure Statement for Second Amended Joint Chapter 11 Plan of TPC Group Inc. and its Debtor Affiliates [[D.I. 795](#) – filed September 20, 2022].

Status: This matter is going forward. The Debtors believe that the objections filed by the Texas Commission on Environmental Quality, the United States Environmental Protection Agency, Cerberus, and Bayside have been resolved. As of the filing of this agenda, the Debtors believe that the objections filed by the U.S. Trustee, the UCC, Nalco, and the TPC Group Litigation Plaintiffs' joinder remain unresolved.

Dated: September 20, 2022
Wilmington, Delaware

BAKER BOTTS L.L.P.

James R. Prince (admitted *pro hac vice*)
Kevin Chiu (admitted *pro hac vice*)

/s/ Brian Loughnane

**MORRIS, NICHOLS, ARSHT & TUNNELL
LLP**

Robert J. Dehney (No. 3578)

2001 Ross Avenue, Suite 900
Dallas, Texas 75201-2980
Telephone: (214) 953-6500
Facsimile: (214) 953-6503
Email: jim.prince@bakerbotts.com
kevin.chiu@bakerbotts.com

-and-

BAKER BOTT S L.L.P.
Scott R. Bowling (admitted *pro hac vice*)
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 408-2500
Facsimile: (212) 259-2501
Email: scott.bowling@bakerbotts.com

-and-

BAKER BOTT S L.L.P.
David R. Eastlake (admitted *pro hac vice*)
Lauren N. Randle (admitted *pro hac vice*)
910 Louisiana Street
Houston, Texas 77002
Telephone: (713) 229-1234
Facsimile: (713) 229-1522
Email: david.eastlake@bakerbotts.com
lauren.randle@bakerbotts.com

Curtis S. Miller (No. 4583)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Matthew O. Talmo (No. 6333)
Brian Loughnane (No. 6853)
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
Email: rdehney@morrisnichols.com
cmiller@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
mtalmo@morrisnichols.com
bloughnane@morrisnichols.com

*Attorneys for Debtors
and Debtors in Possession*